

MARRIOTT RICHARD E
Form 4
November 16, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MARRIOTT RICHARD E

2. Issuer Name and Ticker or Trading Symbol
Marriott Vacations Worldwide Corp [VAC]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
10400 FERNWOOD ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/14/2012

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

BETHESDA, MD 20817

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	11/14/2012		S	5,000	D	\$ 38.11 (1)	84,527 I Spouse Trustee (2)
Common Stock	11/14/2012		S	100	D	\$ 38.54	84,427 I Spouse Trustee (2)
Common Stock	11/15/2012		S	29,123	D	\$ 37.94 (3)	55,304 I Spouse Trustee (2)
Common Stock							1,515,651 D
							91,857 I GRAT II

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Common Stock									
Common Stock				254	I			1996 Insurance Trust	
Common Stock				28,326	I			Spouse <u>(2)</u>	
Common Stock				50,391	I			Trustee 1 <u>(2)</u>	
Common Stock				49,555	I			Trustee 4 <u>(2)</u>	
Common Stock				80,767	I			Trustee 5 <u>(2)</u>	
Common Stock				58,752	I			Trustee 6 <u>(2)</u>	
Common Stock				66,627	I			Trustee 7 <u>(2)</u>	
Common Stock				79,582	I			Trustee 8 <u>(2)</u>	
Common Stock				1,700	I			Trustee 17 <u>(2)</u>	
Common Stock				32,488	I			Trustee 19 <u>(2)</u>	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number		

